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Official Public Records

Mary Louise Garcia
Mary Louise Garcia

Tarrant County Texas

2/18/2011 3:14 PM

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PGS 5 \$32.00
Submitter: ACS

CHESAPEAKE ENERGY CORP.
ATTN: RECORDING TEAM
P.O. BOX 18496
OKLAHOMA CITY, OK 73154

Submitter: CHESAPEAKE OPERATING, INC

TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY

WARNING – THIS IS PART OF THE OFFICIAL RECORD

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

RATIFICATION AND AMENDMENT OF OIL AND GAS LEASE

(By Mineral Owners to Correct Land Description)

STATE OF TEXAS)
) KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF TARRANT)

WHEREAS, Chesapeake Exploration, L.L.C., whose mailing address is P.O. Box 18496, Oklahoma City, OK 73154-0496 and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, TX 77002 ("Lessees"), are the present owners of that certain Oil and Gas Leases dated July 31, 2008 (the "Lease"), from **Richard J. Bellack and BSP Management, Ltd, as Tenants in Common**, whose address is 8050 Oakdell Way, Apartment 703, San Antonio, TX 78240-3913 ("Lessors"), of which a Memorandum of Oil and Gas Lease is recorded in Instrument Number D208399462, Deed Records, Tarrant County, Texas, (the "Memo").

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L. L. C.'s working interest in the aforementioned Lease.

WHEREAS, Lessors and Lessees agree that the Lease as described above is valid, in force, and in full effect.

WHEREAS, at the time the Lease was entered into, the description of the lands contained in the Lease were believed by Lessors and Lessees to cover and was intended by them to cover, certain lands owned by Lessors.

WHEREAS, since the execution, delivery, and recording of the Memo, it has been discovered that the description of lands contained in the Lease and Memo does not adequately describe the lands Lessors and Lessees intended to be covered by the Lease and Memo. Lessors and Lessees desire to amend and correct the description of the lands contained in the Lease and Memo to accurately identify the lands to be covered by and subject to the terms of the Lease and Memo.

NOW THEREFORE, for adequate consideration, and the further consideration of the obligations and agreements contained in the Lease, Lessors acknowledge and agree that the Lease shall cover, and the Lease is amended, so that it now covers the following lands in the county and state named above:

7.0461 acres, more or less, out of the Tapeley Holland Survey, Abstract No. 750, Tarrant County, Texas, being more particularly described by metes and bounds as follows:

COMMENCING at a point being at the intersection of the West line of Great Southwest Parkway (100 foot wide right-of-way) with the South line of Hospital Boulevard (80 foot \ wide right-of-way);

THENCE North 00 degrees 18 minutes 30 seconds West, with the West line of said Great Southwest Parkway for a distance of 80.0 feet to a 5/8 inch iron rod set with cap marked "KSC 4019" at the intersection of the West line of said Great Southwest Parkway with the North line of said Hospital Boulevard, for the POINT OF BEGINNING of herein described 7.046 acre tract of land;

THENCE North 90 degrees 00 minutes 00 seconds West, with the North line of said Hospital Boulevard for a distance of 697.58 feet to a nail set in pavement at the intersection of the north line of said Hospital Boulevard with the East line of said Mid-Cities Boulevard (75 foot right-of-way);

THENCE North 00 degrees 18 minutes 30 seconds West, with the East line of said Mid-Cities Boulevard for a distance of 440.00 feet to a nail set for corner in the South line of W. E. Roberts Street (old Sherman Street) (right-of-way varies);

THENCE North 90 degrees 00 minutes 00 seconds East, with the South line of said Sherman Street for a distance of 697.58 feet to a 5/8 inch iron rod set with cap marked "KSC 4019" for corner at the intersection of the South line of W. E. Roberts Street with the West line of Great Southwest Parkway;

THENCE South 00 degrees 18 minutes 30 seconds East, with the West line of said Great Southwest Parkway for a distance of 440.00 feet to the POINT OF BEGINNING

Lessors ratify, adopt, and confirm the Lease and Memo and extend the Lease and Memo to cover the lands described in this Amendment as if the description of lands set out above had been originally included in the Lease and Memo. Lessors grant, lease, and let to Lessees, its successors and assigns, the lands described in this Amendment for the purposes of and on the terms conditions, and provisions contained in the Lease and Memo.

This Amendment shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, legal representatives, successors and assigns.

This Amendment is signed by Lessors and Lessees as of the date of the acknowledgement below, but is effective for all purposes as of the Effective Date stated above

LESSORS:



Richard J. Bellack

**BSP Management, Ltd.,
A Texas Limited Partnership**

By: Worldwide Elite Consulting, LLC
A Texas Limited Liability Company,
its General Partner;

By: Andrea Paesano, President

LESSEES:

CHESAPEAKE EXPLORATION, L.L.C.
An Oklahoma limited liability company

By: Henry J. Hood, Senior Vice President – Land and Legal & General Counsel

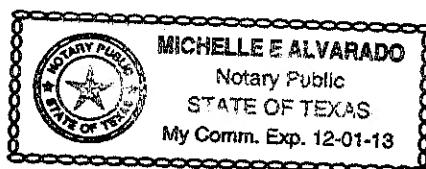
TOTAL E&P USA, INC., a Delaware corporation

By: Eric Bohnin Eric Bohnin, Vice President- Business Development Strategy

ACKNOWLEDGMENT

STATE OF TEXAS)
 Bexar)
COUNTY OF TARRANT)
 §

This instrument was acknowledged before me on the 21st day December 2010, by Richard J. Bellack, who personally appeared before me.



Michelle E. Alvarado

Notary Public, State of Texas

Michelle E. Alvarado

Notary's name (printed):

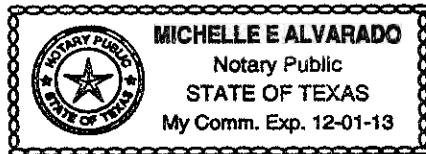
12-01-13

Notary's commission expires:

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS)
)
COUNTY OF BEXAR)
)

This instrument was acknowledged before me on the 21 day December, 2010, Andrea Paesano, President of, Worldwide Elite Consulting, LLC, a Texas Limited Liability Company, the General Partner of BSP Management, Ltd., a Texas Limited Partnership, in the capacity therein stated on behalf of said corporation.



Notary Public, State of Texas

Michelle E. Alvarado

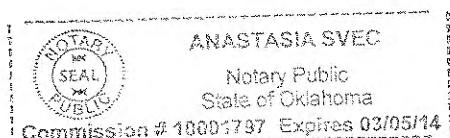
Notary's name (printed):

12-01-13

Notary's commission expires:

STATE OF OKLAHOMA)
COUNTY OF OKLAHOMA)
S

This instrument was acknowledged before me on this 31st day of January,
2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of
CHESAPEAKE EXPLORATION, L.L.C. on behalf of said limited liability company.



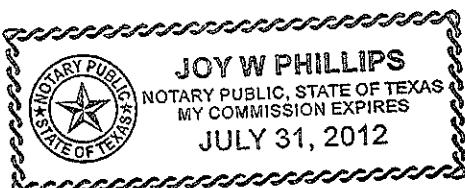
Notary Public, State of **OKLAHOMA**

Printed Name: Amelia Lee

My Commission Expires: 3/31/20 f

STATE OF TEXAS)
COUNTY OF HARRIS)
§

2011 The foregoing instrument was acknowledged before me this 14th day of February,
2010, by Eric Bonnin as Vice President – Business Development of **TOTAL E&P**
USA, INC., a Delaware corporation, as the act and deed and on behalf of such corporation.



Notary Public in and for the State of Texas



Notary Public in and for the State